

HENDRICKSON JOHN T
Form 4
February 04, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HENDRICKSON JOHN T

(Last) (First) (Middle)

C/O PERRIGO COMPANY, 515
EASTERN AVENUE

(Street)

ALLEGAN, MI 49010

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

PERRIGO CO [PRGO]

3. Date of Earliest Transaction
(Month/Day/Year)

02/02/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP Global Operations & Supply

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/02/2011		G	V 1,897 D \$ 0	61,279	I	By Trust (1)
Common Stock	02/02/2011		M	6,351 A \$ 35.85	6,351	D	
Common Stock	02/02/2011		M	17,222 A \$ 18.18	23,573	D	
Common Stock	02/02/2011		M	10,152 A \$ 14.69	33,725	D	
Common Stock	02/02/2011		M	5,480 A \$ 15.47	39,205	D	

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Common Stock	02/02/2011	M	10,767	A	\$ 20.5	49,972	D
Common Stock	02/02/2011	M	3,592	A	\$ 30.06	53,564	D
Common Stock	02/02/2011	S	33,564	D	\$ <u>72.779</u> ⁽²⁾	20,000	D
Common Stock	02/02/2011	S	20,000	D	\$ <u>73.5826</u> ⁽³⁾	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option Right to Buy	\$ 35.85	02/02/2011		M	6,351	<u>(4)</u> 08/24/2018	Common Stock 6,351
Employee Stock Option Right to Buy	\$ 18.18	02/02/2011		M	17,222	<u>(4)</u> 08/16/2014	Common Stock 17,222
Employee Stock Option Right to Buy	\$ 14.69	02/02/2011		M	10,152	<u>(4)</u> 09/14/2015	Common Stock 10,152
Employee Stock	\$ 15.47	02/02/2011		M	5,480	<u>(4)</u> 08/16/2016	Common Stock 5,480

Option
Right to
Buy

Employee
Stock

Option	\$ 20.5	02/02/2011	M	10,767	<u>(4)</u>	08/30/2017	Common Stock	10,767
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Right to
Buy

Employee
Stock

Option	\$ 30.06	02/02/2011	M	3,592	<u>(4)</u>	08/24/2019	Common Stock	3,592
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Right to
Buy

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HENDRICKSON JOHN T
C/O PERRIGO COMPANY
515 EASTERN AVENUE
ALLEGAN, MI 49010

EVP Global Operations & Supply

Signatures

John T.
Hendrickson 02/03/2011

 Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares held in John T. Hendrickson Trust, of which the reporting person is the Trustee.

The price in column 4 is a weighted average. The prices actually received ranged from \$72.26 to \$73.19. For all transactions reported in this Form 4 utilizing a weighted average price, the reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.

The price in column 4 is a weighted average. The prices actually received ranged from \$73.33 to \$73.79. For all transactions reported in this Form 4 utilizing a weighted average price, the reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.

(4) Grant has graded vesting schedule. Date exercisable will vary for each vesting tranche.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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